

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
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LEHMAN BROTHERS HOLDINGS INC.,	:	
LEHMAN BROTHERS SPECIAL FINANCING	:	
INC., LEHMAN BROTHERS COMMODITY	:	
SERVICES INC., LEHMAN BROTHERS	:	
COMMERCIAL CORP., and OFFICIAL	:	
COMMITTEE OF UNSECURED CREDITORS	:	
OF LEHMAN BROTHERS HOLDINGS INC.,	:	
	:	
Plaintiffs and	:	Adversary Proceeding
Plaintiff Intervenor,	:	Case No. 12-01044 (JMP)
	:	
v.	:	
	:	
CITIBANK, N.A., CITIGROUP GLOBAL	:	
MARKETS LTD., CITIGROUP FINANCIAL	:	
PRODUCTS INC., CITIGROUP ENERGY INC.,	:	
CITI CANYON LTD., and CITI SWAPCO INC.,	:	
	:	
Defendants.	:	
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**ORDER CONSOLIDATING
CONTESTED MATTER WITH ADVERSARY PROCEEDING**

Upon the motion (the “Motion”) of FYI Ltd., FFI Fund Ltd., and Olifant Fund, Ltd. (collectively, the “Bracebridge-Managed Funds”) for an order (the “Order”) consolidating the Funds Claims Litigation¹ with the Citi Adversary Proceeding and for related relief; and upon the Declaration of Jonathan Otting in Support of Motion to Consolidate Contested Matter with Adversary Proceeding and for Related Relief, sworn to on February 26, 2013; and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334;

¹ Capitalized terms used but not defined in this Order shall have the meanings given in the Motion.

and it appearing that venue of the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having determined that the relief requested in the Motion is in the best interests of the Lehman Estates, the Bracebridge-Managed Funds, the Citibank Defendants, and all other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. This Order shall appear on the docket of the Lehman Estates' main case, Case No. 08-13555, and the docket of the Citi Adversary Proceeding, Case No. 12-01044.
3. The Funds Claims Litigation is hereby consolidated with and into the Citi Adversary Proceeding, Ad. Pro. No. 12-01044 (JMP), pursuant to Federal Rule 42.
4. The Bracebridge-Managed Funds are hereby granted leave to intervene in the Citi Adversary Proceeding as defendants pursuant to Federal Rule 24.
5. To implement the consolidation and intervention, by March 28, 2013, the Bracebridge-Managed Funds shall file an Answer and Counter-Claim in the Citi Adversary Proceeding setting forth declaratory judgment claims against the Lehman Estates regarding the Funds Claims Litigation and responses regarding the transactions referenced in paragraphs 205 through 216 of the First Amended Complaint.
6. The deadline set forth in the Amended Scheduling Order and Discovery Plan (Dkt. No. 19), filed January 2, 2013, for the Plaintiffs and Plaintiff Intervenor in the Citi

Adversary Proceeding and the Citibank Defendants to serve document requests on the Bracebridge-Managed Funds is hereby extended to April 5, 2013.

7. To the extent the relief granted in this Order is inconsistent with the injunction in the Claims Procedure Order, the injunction is hereby modified consistent with this Order and to permit the Bracebridge-Managed Funds to take all actions necessary or desirable in the Citi Adversary Proceeding. For the avoidance of doubt, the Lehman Estates retain the right under the Claims Procedures Order to invoke a mediation with respect to the Bracebridge-Managed Funds; provided, however, that such mediation shall not suspend or delay any of the Lehman Estates', the Citi Defendants', or the Bracebridge-Managed Funds' actions in the Citi Adversary Proceeding.

8. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the interpretation, implementation, or enforcement of this Order.

Dated: New York, New York
March 28, 2013

s/ James M. Peck
UNITED STATES BANKRUPTCY JUDGE